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19542-A
DEC 1 1995 PM
OF COUNSEL
URBAN A. LESTER

December 19, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Termination and Release (Amtrak Trust 95-D), dated as of December 15, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to Interim User Agreement, which was duly filed with the Commission under Recordation Number 19542.

The names and addresses of the parties to the enclosed document are:

Manufacturer/
Lessee: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

A description of the railroad equipment covered by the enclosed document is:

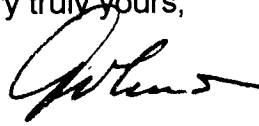
Ten (10) locomotives AMTK 700 through AMTK 709, inclusive

Mr. Vernon A. Williams
December 19, 1995
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Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

12/19/95

Office Of The Secretary

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW, Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/19/95 at 12:35PM, and assigned recordation number(s). 19542-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100895032)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19542-A

1995 PM

TERMINATION AND RELEASE

(AMTRAK TRUST 95-D)

This TERMINATION AND RELEASE (AMTRAK TRUST 95-D) dated as of December 15, 1995 (the "*Termination and Release*") is made by GENERAL ELECTRIC COMPANY, a New York corporation (the "*Manufacturer*").

WITNESSETH:

WHEREAS, the Manufacturer has entered into an Agreement dated as of July 24, 1995 ("*Interim User Agreement*"), with NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("*Amtrak*"), which Agreement has been filed and recorded on July 28, 1995 at 11:00 a.m. with the Interstate Commerce Commission and has been assigned recordation No. 19542;

WHEREAS, pursuant to the Interim User Agreement, the Manufacturer has delivered to Amtrak the ten (10) General Electric AMD 110 AC Dual Mode locomotives which are more specifically described by road number in Annex A attached hereto (collectively, the "*Locomotives*");

WHEREAS, pursuant to the Interim User Agreement, the Manufacturer retained title to the Locomotives for purposes of securing, among other things, payment in full of the purchase price of the Locomotives;

WHEREAS, on the date hereof, WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Owner Trustee under that certain Trust Agreement (Amtrak Trust 95-D) dated as of December 15, 1995 ("*Owner Trustee*"), has made arrangements satisfactory to the Manufacturer for the purchase and payment in full of the purchase price by Owner Trustee for the Locomotives; and

WHEREAS, on the date hereof, the Manufacturer has delivered to the Owner Trustee, against receipt of such purchase price, a Bill of Sale (Amtrak Trust 95-D) with respect to the Locomotives.

NOW, THEREFORE, the Manufacturer agrees as follows:


Section 1. Definitions. All terms used and not otherwise defined herein shall have the respective meanings provided in the Interim User Agreement.

Section 2. Termination and Release of the Locomotives. All right, title and interest of the Manufacturer in and to the Locomotives is hereby released.

Section 3. Further Assurances. The Manufacturer hereby agrees to execute and deliver to the Owner Trustee, at the Owner Trustee's cost and expense, such additional instruments, notices, releases or certificates as the Owner Trustee may reasonably request to effectuate the foregoing provisions of this Termination and Release.

IN WITNESS WHEREOF, the Manufacturer has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

GENERAL ELECTRIC COMPANY

By: 
Name: David B. Tucker
Title: General Manager - Americas Locomotive
Marketing/ Sales/Service Operation

COMMONWEALTH OF PENNSYLVANIA)

) SS

COUNTY OF ERIE

)

On this, the 18th day of December, 1995, before me personally appeared David B. Tucker, to me personally known, who, being by me duly sworn, says that he is a General Manager of General Electric Company, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Carol C. Walker

Notary Public

Notary Seal
Carol A. Wadden, Notary Public
Erie, Erie County
My Commission Expires Dec. 12, 1998
Member, Pennsylvania Association of Notaries

My Commission Expires: _____

Annex A to
Termination and Release

LOCOMOTIVES

<u>Description</u>	<u>Road Numbers</u>
Ten (10) General Electric AMD 110 AC Dual Mode Locomotives	700 through 709, inclusive